

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Hearing Date:
To Be Determined

Objection Deadline:
April 7, 2025 at 4:00 p.m. (ET)

**NOTICE OF FIRST INTERIM FEE APPLICATION
OF CERTAIN OF THE DEBTORS' PROFESSIONALS FOR THE PERIOD
FROM NOVEMBER 3, 2024 THROUGH AND INCLUDING JANUARY 31, 2025**

PLEASE TAKE NOTICE that, pursuant to that certain *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Estate Professionals* [Docket No. 353] (the “Interim Compensation Order”), the professionals retained by the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby apply for interim quarterly allowance of compensation and reimbursement of expenses (each, a “Fee Request,” and together, the “Fee Requests”) for the interim monthly applications covering the

¹ The Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

period from November 3, 2024 through and including January 31, 2025. Summaries of the fees and expenses subject to the Fee Requests are provided in the attachments hereto.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, the Debtors were authorized to pay, on an interim basis, eighty percent (80%) of the amount of compensation requested and one hundred percent (100%) of the reimbursable expenses requested without further order from the Court.

PLEASE TAKE FURTHER NOTICE THAT OBJECTIONS, IF ANY, TO THE FEE REQUESTS ARE REQUIRED TO BE FILED AND SERVED ON THE AFFECTED PROFESSIONAL AND THE NOTICE PARTIES SET FORTH IN THE INTERIM COMPENSATION ORDER ON OR BEFORE APRIL 7, 2025 AT 4:00 P.M. (ET).

PLEASE TAKE FURTHER NOTICE that a hearing to consider approval of the Fee Requests will be held before the Honorable Laurie Selber Silverstein in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 6th Floor, Courtroom No. 2, Wilmington, Delaware 19801, on **a date and time to be determined**.

[Remainder of page intentionally left blank]

Dated: March 17, 2025
Wilmington, Delaware

/s/ Allison S. Mielke

**YOUNG CONAWAY STARGATT &
TAYLOR, LLP**

Edmon L. Morton (Del. No. 3856)
Matthew B. Lunn (Del. No. 4119)
Allison S. Mielke (Del. No. 5934)
Sheila Borovinskaya (Del. No. 6758)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: emorton@ycst.com
mlunn@ycst.com
amielke@ycst.com
sborovinskaya@ycst.com

*Co-Counsel to the Debtors
and Debtors in Possession*

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

Joshua A. Sussberg, P.C. (admitted *pro hac vice*)
Nicole L. Greenblatt, P.C. (admitted *pro hac vice*)
Derek I. Hunter (admitted *pro hac vice*)
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Email: joshua.sussberg@kirkland.com
nicole.greenblatt@kirkland.com
derek.hunter@kirkland.com

- and -

Mark McKane, P.C. (admitted *pro hac vice*)
555 California Street
San Francisco, California 94104
Telephone: (415) 439-1400
Facsimile: (415) 439-1500
Email: mark.mckane@kirkland.com

*Proposed Co-Counsel to the Debtors
and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,

Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

Objection Deadline:**April 7, 2025 at 4:00 p.m. (ET)**

**FIRST INTERIM FEE APPLICATION OF
YOUNG CONAWAY STARGATT & TAYLOR, LLP**

Name of Applicant:

Young Conaway Stargatt & Taylor, LLP

Authorized to Provide Professional
Services to:

Debtors and Debtors in Possession

Date of Retention:

Effective as of November 3, 2024 (order entered
January 10, 2025)Period for which compensation and
reimbursement is sought:

November 3, 2024 through January 31, 2025

Monthly Fee Period, Date Filed, & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)
11/3/24 – 12/31/24 2/14/25 D.I. 983	\$999,936.50	\$19,491.23	3/10/25 D.I. 1076	\$799,949.20	\$19,491.23	\$199,987.30
1/1/25 – 1/31/25 3/12/25 D.I. 1091	\$528,134.50	\$9,476.29	Obj. Deadline 4/2/25	\$422,507.60 ¹	\$9,476.29 ¹	\$105,626.90 ¹
TOTAL	\$1,528,071.00	\$28,967.52		\$1,222,456.80	\$28,967.52	\$305,614.20

¹ Assuming no objections are received by the applicable objection deadline and a certificate of no objection is filed.

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In re:

FRANCHISE GROUP, INC., *et al.*,

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(Jointly Administered)

Objection Deadline:**April 7, 2025 at 4:00 p.m. (ET)**

**FIRST INTERIM FEE
APPLICATION OF ERNST & YOUNG LLP**

Name of Applicant:

Ernst & Young LLP

Authorized to Provide Professional
Services to:

Debtors and Debtors in Possession

Date of Retention:

Effective as of November 3, 2024 (order entered
January 7, 2025)Period for which compensation and
reimbursement is sought:

November 3, 2024 through January 31, 2025

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)¹	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)²
11/3/24 – 12/31/24 2/28/25 D.I. 1039	\$105,030.00	\$0.00	Obj. Deadline 3/21/25	\$84,024.00	\$0.00	\$21,006.00
1/1/25 – 1/31/25 3/13/25 D.I. 1096	\$285,345.00	\$0.00	Obj. Deadline 4/3/25	\$228,276.00	\$0.00	\$57,069.00
TOTAL	\$390,375.00	\$0.00		\$312,300.00	\$0.00	\$78,075.00

¹ Assuming no objections are received by the applicable objection deadline and a certificate of no objection is filed.

² Assuming no objections are received by the applicable objection deadline and a certificate of no objection is filed.

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**FIRST INTERIM FEE
APPLICATION OF PETRILLO KLEIN + BOXER LLP**

Name of Applicant:

Petrillo Klein + Boxer LLP

Authorized to Provide Professional
Services to:

Debtors and Debtors in Possession

Date of Retention:

Effective as of November 3, 2024 (order entered
December 17, 2024)Period for which compensation and
reimbursement is sought:

November 3, 2024 through January 31, 2025

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)¹	Amount of Expenses Paid or to be Paid (100%)²	Amount of Holdback Fees Sought (20%)³
11/3/24 – 12/31/24 3/11/25 D.I. 1083	\$628,279.50	\$162,386.50	Obj. Deadline 4/1/25	\$502,623.60	\$162,386.50	\$125,655.90
1/1/25 – 1/31/25 3/17/25 D.I. 1114	\$436,955.00	\$783,836.00	Obj. Deadline 4/7/25	\$349,564.00	\$783,836.00	\$87,391.00
TOTAL	\$1,065,234.50	\$946,222.50		\$852,187.60	\$946,222.50	\$213,046.90

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² Assuming no objections are received by the applicable objection deadline and a certificate of no objection is filed.

³ Assuming no objections are received by the applicable objection deadline and a certificate of no objection is filed.

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FRANCHISE GROUP, INC., *et al.*,

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**FIRST INTERIM FEE APPLICATION OF
KROLL RESTRUCTURING ADMINISTRATION LLC**

Name of Applicant:

Kroll Restructuring Administration LLC

Authorized to Provide Professional
Services to:

Debtors and Debtors in Possession

Date of Retention:

Effective as of November 3, 2024 (order entered
December 16, 2024)Period for which compensation and
reimbursement is sought:

November 3, 2024 through January 31, 2025

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)¹	Amount of Expenses Paid or to be Paid (100%)	Amount of Holdback Fees Sought (20%)²
11/3/24 – 1/31/25 2/26/25 D.I. 1031	\$17,494.80	\$0.00	Obj. Deadline 3/19/25	\$13,995.84	\$0.00	\$3,498.96
TOTAL	\$17,494.80	\$0.00		\$13,995.84	\$0.00	\$3,498.96

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² Assuming no objections are received by the applicable objection deadline and a certificate of no objection is filed.

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FRANCHISE GROUP, INC., *et al.*,

Debtors.

Chapter 11

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**FIRST INTERIM FEE
APPLICATION OF DELOITTE & TOUCHE LLP**

Name of Applicant:

Deloitte & Touche LLP

Authorized to Provide Professional
Services to:

Debtors and Debtors in Possession

Date of Retention:

Effective as of November 3, 2024 (order entered
January 7, 2025)Period for which compensation and
reimbursement is sought:

November 3, 2024 through December 31, 2024

Monthly Fee Period, Date Filed & Docket No.	Total Fees Requested	Total Expenses Requested	CNO Filing Date, Docket No.	Amount of Fees Paid or to be Paid (80%)¹	Amount of Expenses Paid or to be Paid (100%)²	Amount of Holdback Fees Sought (20%)³
11/3/24 – 12/31/24 3/14/25 D.I. 1100	\$452,318.50	\$1,881.88	Obj. Deadline 4/4/25	\$361,854.80	\$1,881.88	\$90,463.70
TOTAL	\$452,318.50	\$1,881.88		\$361,854.80	\$1,881.88	\$90,463.70

¹ Assuming no objections are received by the applicable objection deadline and a certificate of no objection is filed.

² Assuming no objections are received by the applicable objection deadline and a certificate of no objection is filed.

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